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Official Public Records

Tarrant County Texas

3/3/2011 11:45 AM

D211050949

Mary Louise Garcia

PGS 4 \$28.00

CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

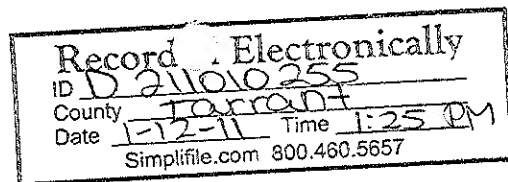
Submitter: CHESAPEAKE OPERATING, INC

TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

ELECTRONICALLY RECORDED
BY ERXCHANGE



NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT, RATIFICATION AND EXTENSION OF OIL AND GAS LEASE

THE STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, on **January 18th, 2008**, an Oil and Gas Lease was entered into by and between **Kenneth M. Forehand and wife, Phyllis H. Forehand**, as Lessor(s), whose address is listed as 1906 Paisley Dr., Arlington, Texas 76015 and **Dale Property Services, LLC**, as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, Texas 75201; which is recorded in the Official Public Records of Tarrant County, Texas as **D208066280**; and,

WHEREAS, the property is described as follows:

0.228 acres of land, more or less, being Blk 8 Lot 18, West Park Estates, an addition to the City of Arlington, Tarrant County, Texas, being more particularly described by that certain Plat recorded in Volume 388-66, Page 28, Plat records of Tarrant County, Texas.; and,

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by Chesapeake Exploration, LLC, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118 ("Lessee"); and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

WHEREAS, the above described property is now solely owned by **Phyllis H. Forehand**; and,

WHEREAS, at this time Lessee, its heirs and assigns, desires to have Phyllis H. Forehand adopt, ratify and confirm said Lease and all of the terms and provisions thereto; and,

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 18, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

NOW, THEREFORE, for adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease as fully and completely as if the undersigned had originally executed, acknowledged and delivered the same to Lessee, as of the Effective Date set forth herein.

The undersigned hereby further declares that the Lease in all of its terms and provisions, is a valid and subsisting oil and gas lease, and declares that the terms and provisions hereof shall be

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binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 7th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor(s):

By: Phyllis H. Forehand
Phyllis H. Forehand

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

An Oklahoma limited liability company

By: Henry J. Hoed, Sr.
Henry J. Hoed, Sr. Vice President
Land and Legal & General Counsel

JUL DRP
CJH

TOTAL E&P USA, INC., a Delaware corporation

By: Eric Bonnin
Eric Bonnin, Vice President
Business Development & Strategy

MS

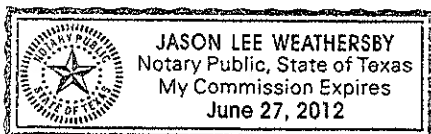
ACKNOWLEDGMENT

STATE OF TEXAS §

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COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 8th day of January 2011, by Phyllis H. Forehand.

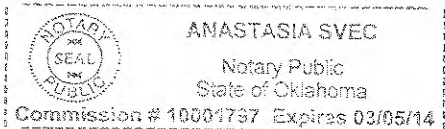


[Signature]
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF OKLAHOMA §
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COUNTY OF OKLAHOMA §

The foregoing instrument was acknowledged before me on the 7th day of February, 2011, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

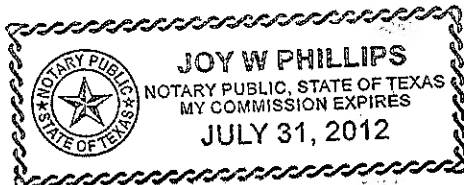


Anastasia Svec

Notary Public in and for The State of OKLAHOMA

STATE OF TEXAS §
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COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 20th day of February, 2011, by Eric Bonnin as Vice President – Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.



Joy W Phillips

Notary Public in and for The State of Texas